

**UNITED STATES DISTRICT COURT  
WESTERN DISTRICT OF OKLAHOMA**

(1) JOEL GERBER,

Plaintiff,

v.

Case No. 5:12cv584-M

(1) AUBREY K. MCCLENDON, (2) RICHARD  
K. DAVIDSON, (3) KATHLEEN M.  
EISBRENNER, (4) V. BURNS HARGIS,  
(5) FRANK KEATING, (6) CHARLES T.  
MAXWELL, (7) MERRILL A. "PETE"  
MILLER, JR. (8) DON NICKLES, (9) LOUIS A.  
SIMPSON, (10) BREENE M. KERR, and  
(11) FREDERICK B. WHITEMORE,

Defendants,

and

(1) CHESAPEAKE ENERGY CORPORATION,

Nominal Defendant.

**STIPULATION AND AGREED MOTION  
FOR ACCEPTANCE OF SERVICE AND SCHEDULE**

Whereas, plaintiff Joel Gerber filed the above-captioned shareholder derivative complaint in the United States District Court for the Western District of Oklahoma on May 21, 2012 (the "Gerber Complaint");

Whereas, Orrick, Herrington & Sutcliffe LLP has been authorized to accept service of Gerber Complaint on behalf of defendants Aubrey K. McClendon, Richard K. Davidson, Kathleen M. Eisbrenner, V. Burns Hargis, Frank Keating, Charles T. Maxwell, Merrill A. "Pete" Miller, Jr., Don Nickles, Louis A. Simpson, Breene M. Kerr, and Frederick B. Whittemore and nominal defendant Chesapeake Energy Corporation (collectively, the "Defendants");

WHEREAS, ten shareholder derivative actions have been filed in this Court on behalf of Chesapeake Energy Corporation concerning the same or similar facts and allegations: (i) *Shochat v. McClendon, et al.*, Case No. CIV-12-448-M (W.D. Okla., filed on May 1, 2012) (the “Gerber Action”); (ii) *Deborah G. Mallow IRA SEP Inv. Plan, et al., v. McClendon, et al.*, Case No. CIV-12-436-M (W.D. Okla., filed on Apr. 19, 2012) (the “Mallow Action”); (iii) *Snyder v. McClendon, et al.*, Case No. CIV-12-437-M (W.D. Okla., filed on Apr. 20, 2012) (the “Snyder Action”); (iv) *Dolezal Family Ltd. P’ship v. McClendon, et al.*, Case No. CIV-12-477-M (W.D. Okla., filed on April. 30, 2012) (the “Dolezal Action”); (v) *Leonard v. McClendon, et al.*, Case No. CIV-12-479-M (W.D. Okla., filed on Apr. 30, 2012) (the “Leonard Action”); (vi) *David A. Kroll Emps.’ Profit-Sharing Plan & Trust v. McClendon, et al.*, Case No. CIV-12-493-M (W.D. Okla., filed on May 2, 2012); (vii) *Robaczynski v. McClendon, et al.*, Case No. CIV-12-501-M (W.D. Okla., filed on May 3, 2012); (viii) *Spiegel v. McClendon, et al.*, Case No. CIV-12-502-M (W.D. Okla., filed on May 3, 2012); (ix) *Rosengartein v. McClendon, et al.*, Case No. CIV-12-505-M (W.D. Okla., filed on May 3, 2012); (x) *Alberts v. McClendon, et. al.* Case No. CIV-12-545-M and (xi) *Gerber v. McClendon, et. al.*, Case No. CIV-12-584-M (collectively, the “Derivative Actions”).

WHEREAS, on April 30, 2012, the plaintiff in the *Dolezal* Action filed a motion to consolidate the then-filed Derivative Actions and appoint its counsel, Harwood Feffer LLP, as lead counsel for the consolidated litigation. See *Dolezal* Docket No. 1 (the “*Dolezal* Motion”);

WHEREAS, as on May 3, 2012, the plaintiff in the *Mallow*, *Snyder*, and *Leonard* Actions (the “*Mallow* Plaintiffs”) filed an opposition to the *Dolezal* Motion, in which the *Mallow* Plaintiffs cross-moved to consolidate the then-filed Derivative Actions and appoint their counsel, Lovell Stewart Halebian Jacobson LLP and Abbey Spanier Rodd & Abrams, LLP as co-lead counsel for the consolidated litigation. See *Mallow* Docket No. 15 (the “*Mallow*” Motion);

WHEREAS, on May 9, 2012, Plaintiff Shochat filed a cross-motion requesting consolidation of the Derivative Actions, appointment of himself as lead plaintiff, and appointment of his counsel, Kahn Swick & Foti, LLC and Strong, Martin & Associates, PLLC as lead counsel and liaison counsel, respectively, for the consolidated litigation and a memorandum of law in opposition to *Dolezal* Motion and *Mallow* Motion. *See Shochat* Docket No. 7 (the "*Shochat* Motion");

WHEREAS, on May 22, 2012, Plaintiffs Arnold and Clem filed a cross-motion requesting consolidation of the Derivative Actions, appointment of themselves as lead plaintiffs, and appointment of their counsel, Robbins Umeda, LLP and Holzer, Holzer & Fistel LLP ("*Holzer*") as co-lead counsel for the consolidated litigation and a memorandum of law in opposition to the *Dolezal*, the *Mallow*, and the *Shochat* Motions ("*Arnold/Clem* Motion").

WHEREAS, the *Dolezal* Motion, the *Mallow* Motion, the *Shochat* Motion, and the *Arnold/Clem* Motion (collectively, the "consolidation Motions") are currently pending before this Court; and

WHEREAS, the parties agree that it would be duplicative and wasteful of the Court's resources for Defendants to have to respond to the *Gerber* Complaint before the Court has ruled on the Consolidation Motions.

IT IS HEREBY STIPULATED AND AGREED, by and among the parties listed below, by their undersigned counsel, subject to approval of the Court, as follows;

1. Orrick, Herrington & Sutcliffe LLP agrees to, and hereby does, accept service of the *Gerber* Complaint on behalf of the Defendants, without prejudice to any defenses except sufficiency of service of process.
2. Defendants are not required to file an answer or otherwise respond to the *Gerber* Complaint until the Court has issued an Order(s) ruling on the Consolidation Motion.

3. Counsel will confer regarding a schedule for filing a consolidated amended complaint and answering or otherwise responding thereto following the Court's ruling on the Consolidation Motions.

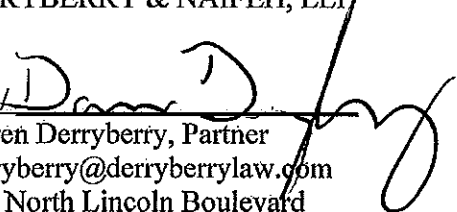
4. This stipulation is for the procedural and administrative convenience of the Court and the parties, and does not constitute a waiver or compromise of any rights the parties would otherwise have.

The parties respectfully request that the Court issue an Order approving the above stipulations.

Dated: May 25, 2012

Respectfully submitted,

DERRYBERRY & NAIFEH, LLP

By:   
Darren Derryberry, Partner  
dderryberry@derryberryllp.com  
4800 North Lincoln Boulevard  
Oklahoma City, OK 73105  
Tel: (405) 708-6784  
Fax: (405) 528-6462

BRAGAR WEXLER EAGEL & SQUIRE, P.C.  
Raymond A. Bragar (*pro hac vice* application to be filed)  
bragar@bragarwexler.com  
Lawrence P. Eagel (*pro hac vice* application to be filed)  
eagel@bragarwexler.com  
Jeffrey H. Squire (*pro hac vice* application to be filed)  
squire@bragarwexler.com  
Justin Kuehn (*pro hac vice* application to be filed)  
kuehn@bragarwexler.com  
885 Third Avenue, Suite 3040  
New York, NY 10022  
Tel: (212) 308-5858  
Fax: (212) 486-0462  
*Attorneys for Plaintiff Joel Gerber*

and

ORRICK, HERRINGTON & SUTCLIFFE LLP

By: M Todd Scotty RB  
M. Todd Scott

tscott@orrick.com

405 Howard Street

San Francisco, CA 94105

Telephone: (415) 773-5992

Facsimile: (415) 773-5759

*Attorney for Defendants Aubrey K. McClendon, Richard K. Davidson, Kathleen M. Eisbrenner, V. Burns Hargis, Frank Keating, Charles T. Maxwell, Merrill A. "Pete" Miller, Jr., Don Nickles, Louis A. Simpson, Breene M. Kerr, Frederick B. Whittemore, and Chesapeake Energy Corporation*